

15.00

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

CINCINNATI, OHIO 45202

WASHINGTON, D C OFFICE
SUITE 800 — 1820 EYE STREET, N W
WASHINGTON, D C 20006
202-785-1820

513-381-2838
CABLE TAFTHOL TWX 810-461-2623

FAX
513-381-0205
513-381-3363
513-381-4865
513-381-0906

COLUMBUS, OHIO OFFICE
SUITE 1000 — 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215
614-221-2838

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011
606-331-2838
513-381-2838

August 24, 1990

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Ms. Noretta R. McGee, Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

0-240A087

RECORDATION NO **16980** FILED 1425

AUG 28 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

AUG 28 3 44 PM '90

Dear Ms. McGee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated as of June 26, 1990.

The names and addresses of the parties to the document are as follows:

Seller: Georgetown Railroad Company
P. O. Box 529
Georgetown, Texas 78627-0529

Buyer: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

The equipment covered by the enclosed document is 47 all steel 100-ton, 1972-1973 Ortner built, 2245 cubic foot capacity gondolas and bearing reporting marks 1000 through 1046, inclusive.

A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to:

Angela L. Greene, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

Ms. Noretta R. McGee, Secretary
August 24, 1990
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A short summary of the document to appear in the Index follows:

A Bill of Sale given by Georgetown Railroad Company, P. O. Box 529, Georgetown, Texas 78627-0529, ("Seller") and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, ("Buyer"), dated as of June 26, 1990 and covering 47 all steel 100-ton, 1972-1973 Ortner built, 2245 cubic foot capacity gondolas.

Please call me if you should have any questions.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Angela L. Greene', written in black ink.

Angela L. Greene
Attorney for
The David J. Joseph Company

ALG/ch
Enclosures

RECORDATION NO 15980 FILED 1425

CERTIFICATION

AUG 28 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, Kathleen M. Grote, a Notary Public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Kathleen M. Grote
Notary Public

KATHLEEN M. GROTE
Notary Public, State of Ohio
My Commission Expires March 25, 1991

RECORDATION NO 16980 FILED 1423

AUG 28 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, GEORGETOWN RAILROAD COMPANY ("Seller") does hereby sell, assign, and transfer unto The David J. Joseph Company ("Buyer"), and its successors and assigns, all of the railroad rolling stock described in Appendix A hereto (the "Equipment").

The Seller hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Seller is the lawful owner of the Equipment and has good, valid, and marketable title thereto, free and clear of any charge, lien, encumbrance, or other claim or interest of any nature whatsoever;
2. That the Seller has full power and authority to sell and convey the Equipment; and
3. That the Seller has not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE SELLER, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 26 day of JUNE, 1990.

WITNESS:

GEORGETOWN RAILROAD COMPANY

Cliff Blount

C. B. Turner
Title: Sr. Vice President & Gen. Mgr.

APPENDIX A

Forty-Seven (47) all steel 100 ton, 1972-1973 Ortner built, 2245 cubic foot capacity Gondolas and bearing reporting marks as follows:

Georgetown Railroad Company Gondolas
Number 1000 through 1046

STATE OF Texas)
COUNTY OF Williamson) SS.

On this 26th day of June, 1990, before me,
the subscriber, Helen Cassens, a Notary Public,
duly commissioned, qualified and acting, within and for said
County and State, appeared in person the within
named Charles R. Turner

 to me personally known, who stated and
acknowledged that he is the Vice Pres./Genl Mgr of Georgetown
(title) (company name)

Railroad Co., a Texas corporation, and duly authorized
(state)

by authority of the board of directors or by-laws of said
corporation in his capacity as such officer to execute and
acknowledge the foregoing instrument for and in the name and on
behalf of said corporation and further stated and acknowledged
that he has so signed, executed and delivered the foregoing
instrument as the free and voluntary act and deed of said
corporation, for the consideration, uses and purposes therein
mentioned and set forth and desired that the same might be
recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal this 26th day of June, 1990.

Helen Cassens
(notary signature)

My commission expires: July 31 1992

